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LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

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VERO BEACH, FLORIDA 32903
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MICHIGAN OFFICE: RAYMOND & RAYMOND, P.A.
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BLOOMFIELD HILLS, MICHIGAN 48304
TELEPHONE (810) 642-3322
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OUR FILE NUMBER:

January 3, 1996

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800001677694
-01/04/96--01010--002
****337.50 ****337.50

Re: PARAMOUNT GROUP, L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company along with a check in the amount of \$337.50 to cover fees as follows:

Filing Fee	\$250.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>

TOTAL: \$337.50

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta
Kera J. Draetta
Corporate Paralegal

Dmc
1-9-96

Enclosures

FILED
96 JAN -3 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

PARAMOUNT GROUP, L.C.

FILED

96 JAN -3 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as organizer of PARAMOUNT GROUP, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be PARAMOUNT GROUP, L.C., (the "LLC").

ARTICLE II

DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III

PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV

BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business in this State of the LLC shall be Thomas F. Kloberg c/o RAYMOND & RAYMOND, P.A. 1200 North Federal Highway, suite 411, Boca Raton, FL 33432. The name and address of the LLC's initial registered agent shall be Thomas F. Kloberg, located at c/o RAYMOND & RAYMOND, P.A. 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432.

ARTICLE V
MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contribution:

Thomas F. Kloberg	<u>\$ 250.00</u>
The Thomas F. Kloberg Trust dated July 26, 1995	<u>\$ 250.00</u>

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII
MANAGEMENT

The LLC is to be managed by a Manager or Managers. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified is:

Thomas F. Kloberg
c/o RAYMOND & RAYMOND, P.A.
1200 North Federal Highway
Suite 411
Boca Raton, FL 33432

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

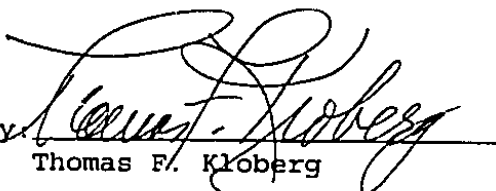
ARTICLE IX
ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 21st day of December, 1995.

By: 
Thomas F. Kloberg

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

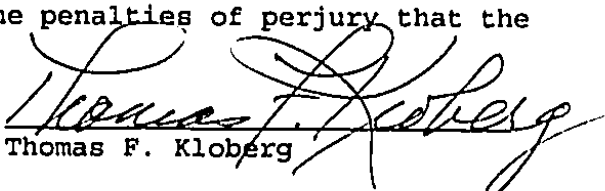
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The undersigned member or authorized representative of a member of
PARAMOUNT GROUP, L.C. deposes and says: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$ 500.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 500.00. This total includes amounts from 2 and 3 above.


This Affidavit has been executed in accordance with §608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

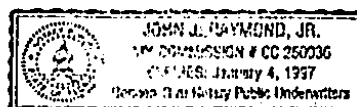

Thomas F. Kloberg

STATE OF Florida)
) ss.
COUNTY OF Palm Beach)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Thomas F. Kloberg, to me known to be the persons described in and who executed the foregoing Articles of Organization of PARAMOUNT GROUP, L.C., and they acknowledged before me that they subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 29th day of December, 1995.


Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED

96 JAN -3 AM 8:50

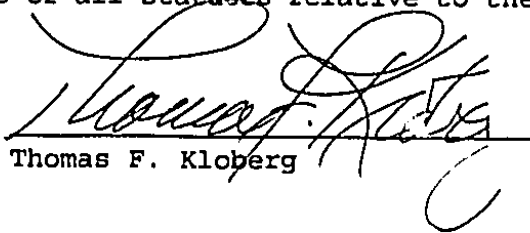
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That PARAMOUNT GROUP, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at C/O RAYMOND & RAYMOND, P.A. 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432 has named Thomas F. Kloberg located at c/o RAYMOND & RAYMOND, P.A., 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Thomas F. Kloberg